

RECORDATION NO. 16621-P FILED

JUN 18 '10 -11 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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June 18, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Renewal, dated as of June 15, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement previously filed with the Commission under Recordation Number 16621.

The name and address of the party to the enclosed document are:

Owner Trustee/ Lessor:	Wells Fargo Bank Northwest, N.A. (successor to First Security Bank of Utah, NA) 299 South Main Street, 12th Floor Salt Lake City, Utah 84111
Lessee:	BNSF Railway Company (f/k/a Burlington Northern Railroad Company) 2500 Lou Menk Drive Fort Worth, Texas 76131

Chief, Section of Administration
June 18, 2010
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A description of the railroad equipment covered by the enclosed document is:

201 gondola cars within the series BNSF 523000 - BNSF 523204
(formerly BN 580400 - BN 580609, before casualties) as more particularly
set forth in the equipment schedule attached to the document

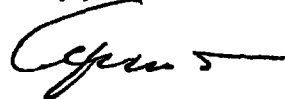
A short summary of the document to appear in the index is

Memorandum of Lease Renewal.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bhs
Enclosures

MEMORANDUM OF LEASE RENEWAL

THIS MEMORANDUM OF LEASE RENEWAL dated June 15, 2010, is made by and between BNSF RAILWAY COMPANY (as successor in interest to Burlington Northern Railway Company) ("Lessee"), and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (as successor in interest to First Security Bank of Utah), not in its individual capacity, but solely as owner trustee ("Lessor").

WITNESSETH

1. Pursuant to an Equipment Lease Agreement, dated as of November 1, 1989 (the "Equipment Lease"), together with Lease Supplement No. 1 dated November 22, 1989 ("Supplement No. 1") and with Lease Supplement No. 2 dated December 31, 1989 ("Supplement No. 2") (collectively, the "Lease Agreement"), Lessor had agreed to lease to Lessee, and the Lessee had agreed to lease from Lessor 357 railcars, locomotives and bi-level auto racks, including the 201 gondola railcars set forth on Exhibit A attached hereto (the 201 gondola railcars are hereafter referred to herein as the "Railroad Equipment").

2. The Equipment Lease and Supplement No. 1 were duly filed and recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board (the "Board")) pursuant to the provisions of 49 U.S.C. Section 11303 on November 22, 1989 at 11:35 a.m. under Recordation Number 16621 and 16621-A, respectively, and Supplement No. 2 was duly filed and recorded with the Interstate Commerce Commission on December 29, 1989 at 12.35 p.m. under Recordation Number 16621-D. The Equipment Lease and Supplement No. 1 were duly filed and recorded and filed with the Registrar General Canada under Document Key 2084 and 2086 on November 22, 1989, respectively, and Supplement No. 2 was duly filed and recorded under Document Key 2082 on June 4, 1990.

3. Pursuant to an Amendment to Equipment Lease Agreement, dated as of June 15, 2010, (the "Renewal Agreement"), Lessor had agreed to continue to lease to Lessee, and the Lessee had agreed to continue to lease from Lessor the Railroad Equipment, but not the other woodchip hopper cars formerly under lease.

4. The Memorandum of Lease Renewal shall be effective as of the date first set forth hereinabove and the Railroad Equipment shall be subject to the Lease Agreement, as amended by the Renewal Agreement.

5. This Memorandum of Lease Renewal may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Memorandum of Lease Renewal to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION,
not in its individual capacity, but solely as owner trustee

By: mic a
Name: Michael Arsenault
Title: Assistant Vice President

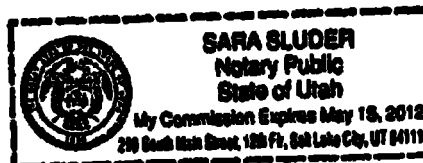
STATE OF UTAH

COUNTY OF SALT LAKE

On this 15th day of JUNE, 2010 before me personally appeared Michael Arsenault, to me personally known, who being by me duly sworn, says that he/she is the Assistant Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION and that the foregoing instrument was signed on behalf of said association, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed.

Sara Sluder
NOTARY PUBLIC

My commission expires:



IN WITNESS WHEREOF, the parties have caused this Memorandum of Lease Renewal to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessee:

BNSF RAILWAY COMPANY

By: Richard A. Margl

Name: RICHARD A. MARGL

Title: AVP Carload Equipment

STATE OF TEXAS

COUNTY OF TARRANT

On this 15th day of June, 2010 before me personally appeared RICHARD A. MARGL, to me personally known, who being by me duly sworn, says that he/she is the AVP Carload Equipment of BNSF RAILWAY COMPANY and that the foregoing instrument was signed on behalf of said association, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed.

Loralee M. Surin
NOTARY PUBLIC

My commission expires:

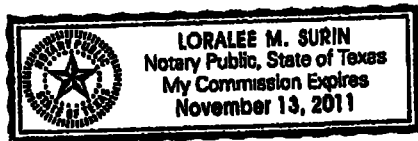


EXHIBIT A

ATTACH RAILCAR DESCRIPTION

	Current Number BN initial	New Number BNSF Initial	Settlement Date	Destroyed	Notified
1	580400	523000		N	N
2	580401	523001		N	N
3	580402	523002		N	N
4	580403	523003		N	N
5	580404	523004		N	N
6	580405	523005		N	N
7	580406	523006		N	N
8	580407	523007		N	N
9	580408	523008		N	N
10	580409	523009		N	N
11	580410		02/15/04	Y	Y
12	580411	523010		N	N
13	580412	523011		N	N
14	580413	523012		N	N
15	580414	523013		N	N
16	580415	523014		N	N
17	580416		02/15/04	Y	Y
18	580417	523015		N	N
19	580418	523016		N	N
20	580419	523017		N	N
21	580420	523018		N	N
22	580421	523019		N	N
23	580422	523020		N	N
24	580423	523021		N	N
25	580424	523022		N	N
26	580425	523023		N	N
27	580426	523024		N	N
28	580427	523025		N	N
29	580428	523026		N	N
30	580429	523027		N	N
31	580430	523028		N	N
32	580431	523029		N	N
33	580432	523030		N	N
34	580433	523031		N	N
35	580434	523032		N	N
36	580435	523033		N	N
37	580436	523034		N	N
38	580437	523035		N	N
39	580438	523036		N	N
40	580439	523037		N	N
41	580440	523038		N	N
42	580441	523039		N	N
43	580442	523040		N	N
44	580443	523041		N	N
45	580444	523042		N	N
46	580445	523043		N	N
47	580446	523044		N	N
48	580447	523045		N	N
49	580448	523046		N	N

	Current Number BN Initial	New Number BNSF initial	Settlement Date	Destroyed	Notified
50	580449	523047		N	N
51	580450	523048		N	N
52	580451	523049		N	N
53	580452	523050		N	N
54	580453	523051		N	N
55	580454	523052		N	N
56	580455	523053		N	N
57	580456	523054		N	N
58	580457	523055		N	N
59	580458	523056		N	N
60	580459	523057		N	N
61	580460	523058		N	N
62	580461	523059		N	N
63	580462		02/16/04	Y	Y
64	580463	523060		N	N
65	580464	523061		N	N
66	580465	523062		N	N
67	580466	523063		N	N
68	580467	523064		N	N
69	580468	523065		N	N
70	580469	523066		N	N
71	580470	523067		N	N
72	580471	523068		N	N
73	580472	523069		N	N
74	580473	523070		N	N
75	580474	523071		N	N
76	580475	523072		N	N
77	580476	523073		N	N
78	580477	523074		N	N
79	580478	523075		N	N
80	580479	523076		N	N
81	580480	523077		N	N
82	580481	523078		N	N
83	580482	523079		N	N
84	580483	523080		N	N
85	580484	523081		N	N
86	580485	523082		N	N
87	580486	523083		N	N
88	580487	523084		N	N
89	580488	523085		N	N
90	580489	523086		N	N
91	580490	523087		N	N
92	580491	523088		N	N
93	580492	523089		N	N
94	580493	523090		N	N
95	580494	523091		N	N
96	580495	523092		N	N
97	580496	523093		N	N
98	580497	523094		N	N

	Current Number BN initial	New Number BNSF initial	Settlement Date	Destroyed	Notified
99	580498	523095		N	N
100	580499	523096		N	N
101	580500	523097		N	N
102	580501	523098		N	N
103	580502	523099	02/15/04	Y	Y
104	580503	523100		N	N
105	580504	523100		N	N
106	580505	523101		N	N
107	580506	523102		N	N
108	580507	523103		N	N
109	580508	523104		N	N
110	580509	523105		N	N
111	580510	523106		N	N
112	580511	523107		N	N
113	580512	523108		N	N
114	580513	523109		N	N
115	580514	523110		N	N
116	580515	523111		N	N
117	580516	523112		N	N
118	580517	523113		N	N
119	580518	523114		N	N
120	580519	523115		N	N
121	580520	523116		N	N
122	580521	523117		N	N
123	580522	523118		N	N
124	580523	523119		N	N
125	580524	523120		N	N
126	580525	523121		N	N
127	580526	523122		N	N
128	580527	523123		N	N
129	580528	523124		N	N
130	580529	523125		N	N
131	580530	523126		N	N
132	580531	523127		N	N
133	580532	523128		N	N
134	580533	523129		N	N
135	580534	523130		N	N
136	580535	523131		N	N
137	580536	523132		N	N
138	580537	523133		N	N
139	580538	523134		N	N
140	580539	523135		N	N
141	580540	523136		N	N
142	580541	523137		N	N
143	580542	523138		N	N
144	580543	523139		N	N
145	580544	523140		N	N
146	580545	523141		N	N
147	580546	523142		N	N

	Current Number BN initial	New Number BNSF initial	Settlement Date	Destroyed	Notified
148	580547	523143		N	N
149	580548	523144		N	N
150	580549	523145		N	N
151	580550	523146		N	N
152	580551	523147		N	N
153	580552	523148		N	N
154	580553	523149		N	N
155	580554	523150		N	N
156	580555	523151		N	N
157	580556	523152		N	N
158	580557	523153		N	N
159	580558	523154		N	N
160	580559	523155		N	N
161	580560	523156		N	N
162	580561	523157		N	N
163	580562	523158		N	N
164	580563	523159		N	N
165	580564	523160		N	N
166	580565	523161		N	N
167	580566	523162		N	N
168	580567	523163		N	N
169	580568	523164		N	N
170	580569	523165		N	N
171	580570	523166		N	N
172	580571	523167		N	N
173	580572	523168		N	N
174	580573	523169		N	N
175	580574	523170		N	N
176	580575	523171		N	N
177	580576	523172		N	N
178	580577	523173		N	N
179	580578	523174		N	N
180	580579	523175		N	N
181	580580		02/15/04	N	N
182	580581	523176		N	N
183	580582	523177		N	N
184	580583	523178		N	N
185	580584	523179		N	N
186	580585	523180		N	N
187	580586	523181		N	N
188	580587	523182		N	N
189	580588	523183		N	N
190	580589	523184		N	N
191	580590	523185		N	N
192	580591	523186		N	N
193	580592	523187		N	N
194	580593	523188		N	N
195	580594	523189		N	N
196	580595	523190		N	N

	Current Number BN initial	New Number BNSF initial	Settlement Date	Destroyed	Notified
197	580596	523191		N	N
198	580597	523192		N	N
199	580598	523193		N	N
200	580599	523194		N	N
201	580600	523195		N	N
202	580601	523196		N	N
203	580602	523197		N	N
204	580603	523198		N	N
205	580604	523199		N	N
206	580605	523200		N	N
207	580606	523201		N	N
208	580607	523202		N	N
209	580608	523203		N	N
210	580609	523204		N	N

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

June 18 2010



Robert W. Alvord